

John G. McJunkin (VSB No. 31011)
Baker Donelson Bearman, Caldwell & Berkowitz, PC
901K Street, NW, Suite 900
Washington, DC 20001
Phone: (202) 508-3450
Fax: (202) 220-2250
jmcjunkin@bakerdonelson.com
Counsel for Appellants/Former Attorneys

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

**LeClairRyan, PLLC,

Debtor.**

Case No.: 19-34574-KRH

Chapter 7

JOINT DESIGNATION OF RECORD AND STATEMENT OF ISSUES

Pursuant to Rule 8009(a)(1) of the Federal Rules of Bankruptcy Procedure, Ms. Robin Teskin and Ms. Gretchen Jackson (together, "Appellants" or "Former Attorneys"), by and through undersigned counsel, file this joint designation of the items to be included in the record on appeal and statement of issues to be presented, and in support thereof state as follows:

I. Designation of the items to be included in the record on appeal

1. Petition [ECF No. 1];
2. List of Equity Security Holders Pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure [ECF No. 79];
3. Trustee's Motion for an Order Approving (I) The Trustee's Reliance on Debtor's List of Equity Security Holders and (II) Procedures for Obtaining Copies of Filed Tax Returns and Memorandum in Support Thereof [ECF No. 1086];
4. Gary D. LeClair's Objection to Trustee's Second Motion to Modify Procedures Regarding the Prosecution and/or Settlement of Actions Involving Former Attorneys and Certain Others [ECF No. 1092];
 - a. Exhibit 1: Debtor's Articles of Incorporation [ECF No. 1092-1];

- b. Exhibit 2: Debtor's Operating Agreement [ECF No. 1092-2];
 - c. Exhibit 3: CEO Gustafson's July 26, 2019 email confirming waiver of 30 day notice period under Section 2.02(h) of the Operating agreement [ECF No. I 092- 3];
 - d. Exhibit 4: Gary D. LeClair's July 26, 2019 email resignation [ECF No. 1092-4];
 - e. Exhibit 5: LeClairRyan, PLLC automatic rely email [ECF No. 1092-5];
 - f. Exhibit 6: July 29, 2019 Resolution [ECF No. I 092-6];
5. Rodney K. Adams, John T. Jessee, Paul C. Kuhnel, and Andrew K. Clark's Limited Objection to Trustee's Motion for an Order Approving (I) The Trustee's Reliance on Debtor's List of Equity Security Holders and (II) Procedures for Obtaining Copies of Filed Tax Returns and Memorandum in Support Thereof [ECF 1093];
- a. Exhibit A: Debtor's Operating Agreement [ECF No. 1093-1];
 - b. Exhibit B: Affidavit of Rodney K. Adams [ECF No. I 093-2];
 - c. Exhibit C: Affidavit of John T. Jessee [ECF No. I 093-3];
 - d. Exhibit D: Affidavit of Paul C. Kuhnel [ECF No. 1093-4];
 - e. Exhibit E: Affidavit of Andrew K. Clark [ECF No. 1093-5];
6. Former Members' Objection to Trustee's Motion for an Order Approving (I) The Trustee's Reliance on Debtor's List of Equity Security Holders and (II) Procedures for Obtaining Copies of Filed Tax Returns and Memorandum in Support Thereof [ECF No. 1094];
7. Former Members' Objection to Trustee's Motion for an Order Approving (I) The Trustees Reliance on Debtors List of Equity Security Holders (II) Procedures for Obtaining Copies of Filed Tax Returns and Memorandum in Support Thereof [ECF No. 1095];
8. Proposed Agenda For Hearing On November 16, 2021, at 11 :00 A.M. (Prevailing Eastern Time) [ECF No. 1096];
9. Declaration of Lynn L. Tavenner, Trustee [ECF No. 1097];
- a. Exhibit A to Declaration of Lynn L. Tavenner, Trustee [ECF No. 1098];
 - b. Exhibits B and C to Declaration of Lynn L. Tavenner, Trustee [ECF No. 1099];

10. Joinder of Certain Former LeClairRyan, PLLC Attorneys to Various Objectors' Objections to Trustee's Motion for an Order Approving (I) The Trustee's Reliance on Debtor's List of Equity Security Holders and (II) Procedures for Obtaining Copies of Filed Tax Returns [ECF No. 1100];
11. Proposed Agenda For Hearing On December 21, 2021, at 11:00 A.M. (Prevailing Eastern Time) [ECF No. 1158];
12. Declaration Of Lynn L. Tavenner, Trustee [ECF No. 1159];
13. Proposed Agenda For Hearing On January 27, 2022, at 1:00 P.M. (Prevailing Eastern Time) [ECF No. 1198];
14. Motion to Amend Debtor's Equity Security Holders List Pursuant to Bankruptcy Rule 1009(a) [ECF No. 1217];
 - a. Exhibit 1: Proposed Order [ECF No. 1217-1];
 - b. Exhibit 2: Declaration of Gary D. LeClair [ECF No. 1217-2];
 - c. Exhibit 3: Fourth Amended and Restated Shareholders Agreement of LeClairRyan, A Professional Corporation and Operating Agreement of LeClairRyan, PLLC, dated as of February 27, 2018 [ECF No. 1217-3];
 - d. Exhibit 4: Excerpts of the Deposition of C. Erik Gustafson [ECF No. 1217-4];
 - e. Exhibit 5: Email from C. Erik Gustafson dated July 26, 2019 [ECF No. 1217-5];
 - f. Exhibit 6: Email from Gary D. LeClair to C. Erik Gustafson dated July 26, 2019 [ECF No. 1217-6];
 - g. Exhibit 7: Email from Gary D. LeClair to C. Erik Gustafson and Lori D. Thompson dated July 31, 2019 [ECF No. 1217-7];
 - h. Exhibit 8: Automatic Reply email dated August 12, 2019 [ECF No. 1217-8];
15. Proposed Hearing Agenda For Hearing On February 17, 2022, at 1:00 P.M. (Prevailing Eastern Time) [ECF No. 1218];
16. Declaration of Lynn L. Tavenner, Trustee [ECF No. 1219];
17. Order Approving Procedures for Obtaining Copies of Filed Tax Returns [ECF No. 1224];
18. Joinder of Certain Former LeClairRyan, PLLC Attorneys to Motion to Amend Debtor's Equity

Security Holders List Pursuant to Bankruptcy Rule 1009(a) [ECF No. 1234];

- a. Exhibit 1: Declaration of Megan S. Ben 'ary [ECF No. 1234-1];
- b. Exhibit 2: Declaration of Steven W. Blaine [ECF No. 1234-2];
- c. Exhibit 3: Declaration of James E. Carroll [ECF No. 1234-3];
- d. Exhibit 4: Declaration of Brian J. Donnell and exhibit thereto [ECF No. 1234-4];
- e. Exhibit 5: Declaration of Robert P. Fletcher and exhibit thereto [ECF No. 1234-5];
- f. Exhibit 6: Declaration of Robert G. Harrison [ECF No. 1234-6];
- g. Exhibit 7: Declaration of Charles H. Horn and exhibits thereto [ECF No. 1234-7];
- h. Exhibit 8: Declaration of Ray W. King [ECF No. 1234-8];
- i. Exhibit 9: Declaration of David M. Lay and exhibit thereto [ECF No. 1234-9];
- j. Exhibit 10: Declaration of Ilan Markus and exhibit thereto [ECF No. 1234- 10];
- k. Exhibit 11: Declaration of Christopher L. Perkins [ECF No. 1234-11];
- l. Exhibit 12: Declaration of David W. Phillips, Esq. [ECF No. 1234-12];
- m. Exhibit 13: Declaration of Christopher L. Pizzo [ECF No. 1234-13];
- n. Exhibit 14: Declaration of Thomas C. Regan and exhibit thereto [ECF No. 1234-14];
- o. Exhibit 15: Declaration of Petert J. Van Zandt [ECFNo. 1234-15];
- p. Exhibit 16: Declaration of Robert A. Wayne and exhibit thereto [ECF No. 1234-16];
- q. Exhibit 17: Declaration of Andrew W. White and exhibit thereto [ECF No. 1234-17]
- r. Exhibit 18: Declaration of Diane Westwood Wilson and exhibit thereto [ECF No. 1234-18];
- s. Exhibit 19: Declaration of Robert Wonneberger [ECF No. 1234-19];
- t. Exhibit 20: Declaration of Karen E. Yates [ECF No. 1234-20];

19. Rodney K. Adams, John T. Jessee, Paul C. Kuhnel, and Andrew K. Clark's Joinder to Gary D. LeClair's Motion to Amend Debtor's Equity Security Holders List Pursuant to Bankruptcy Rule 1009(a) [ECF No. 1237];
 - a. Exhibit A: Declaration of Rodney K. Adams [ECF No. 1237-1];
 - b. Exhibit B: Declaration of John T. Jessee [ECF No. 1237-2];
 - c. Exhibit C: Declaration of *Paul C. Kuhnel* [ECF No. 1237-3];
 - d. Exhibit D: Declaration of Andrew K. Clark [ECF No. 1237-4];
20. Notice of Motion And Hearing [ECF No. 1239];
21. Notice of Hearing [ECF No. 1240];
22. Declaration of Joseph F. Lagrotteria [ECF No. 1247];
23. Trustee's Response to Gary D. LeClair's Motion to Amend Debtor's Equity Security Holders List Pursuant to Bankruptcy Rule 1009(a) [ECF No. 1255];
24. Trustee's Response to Joinder of Certain Former LeClairRyan, PLLC Attorneys to Motion to Amend Debtor's Equity Security Holders List Pursuant to Bankruptcy Rule 1009(a) [ECF No. 1256];
25. Trustee's Response to Rodney K. Adams, John T. Jessee, Paul C. Kuhnel, and Andrew K. Clark's Joinder to Gary D. LeClair's Motion to Amend Debtor's Equity Security Holders List Pursuant to Bankruptcy Rule 1009(a) [ECF No. 1257];
26. Exhibits to Trustee's Responses [ECF No. 1258];
27. Joinder of Two Additional Former LeClairRyan, PLLC Attorneys to Motion to Amend Debtor's Equity Security Holders List Pursuant to Bankruptcy Rules 1009(a) [ECF No. 1260];
 - a. Exhibit A: Declaration of Robin Teskin [ECF No. 1260-1];
 - b. Exhibit B: Declaration of Gretchen Jackson [ECF No. 1260-2];
28. Declaration of Thomas M. Wolf [ECF No. 1261];
29. Trustee's Response to Motion for Joinder of Two Additional Former LeClairRyan PLLC Attorneys [ECF No. 1264];
30. LeClair's Reply in Support of Motion to Amend Debtor's Equity Security Holders List Pursuant

to Bankruptcy Rule 1009(a) [ECF No. 1266];

31. Proposed Hearing Agenda [ECF No. 1268];
32. Declaration of Lynn L. Tavenner, Trustee [ECF No. 1269];
33. Declaration of William Michael Holm [ECF No. 1270];
34. Transcript of hearing held on March 29, 2022 [ECF No. 1279];
35. Memorandum Order [ECF No. 1301];
36. Order Denying Motion to Amend [ECF No. 1302];
37. Order Approving the Trustee's Reliance on Debtor's List of Equity Security Holders [ECF No. 1311];
38. Corrected Order Approving the Trustee's Reliance on Debtor's List of Equity Security Holders [ECF No. 1312]; and
39. Any other order that may be issued by the Bankruptcy Court relating to Gary D. LeClair's Motion to Amend [ECF No. 1217], and/or the Joinder of Certain former LeClairRyan, PLLC Attorneys to Motion to Amend Debtor's Equity Security Holders List Pursuant to Bankruptcy Rule 1009(A) [ECF No. 1234], and/or Rodney K. Adams, John T. Jessee, Paul C. Kuhnel, and Andrew K. Clark's Joinder to Gary D. LeClair's Motion to Amend Debtor's Equity Security Holders List Pursuant to Bankruptcy Rule 1009(a) [ECF No. 1237], and/or the Joinder of Two Additional Former LeClairRyan, PLLC Attorneys to Motion to Amend Debtor's Equity Security Holders List Pursuant to Bankruptcy Rules 1009(a) [ECF No. 1260].

II. Statement of the issues to be presented.

1. Whether the Bankruptcy Court erred by denying LeClair's Motion to Amend [ECF No. 1217], the Joinder of Certain former LeClairRyan, PLLC Attorneys to Motion to Amend Debtor's Equity Security Holders List Pursuant to Bankruptcy Rule 1009(A) [ECF No. 1234], the Rodney K. Adams, John T. Jessee, Paul C. Kuhnel, Andrew K. Clark's Joinder to Gary D. LeClair's Motion to Amend Debtor's Equity Security Holders List Pursuant to Bankruptcy Rule 1009(a) [ECF No. 1237], and the Joinder of Two Additional Former LeClairRyan, PLLC Attorneys to Motion to

Amend Debtor's Equity Security Holders List Pursuant to Bankruptcy Rules 1009(a) [ECF No. 1260];

- a. Whether the Bankruptcy Court erred as a matter of law in finding that the dissolution date occurred on July 29, 2019.
 - b. Whether the Bankruptcy Court erred as a matter of law in construing the Debtor's Operating Agreement, including Section 5.03, as prohibiting member withdrawal after July 29, 2019.
 - c. Whether the Bankruptcy Court committed clear error by making a finding of fact that LeClair gave "implied consent" to the Debtor's July 29, 2019 resolution.
 - d. Whether the Bankruptcy Court erred by holding LeClair's July 26, 2019 resignation satisfied the "written consent" requirement in the Preferred Share Protection Provision (Section 9.08(i)(i)) of the Debtor's Operating Agreement.
 - e. Whether the Bankruptcy Court by holding LeClair ratified a vote to dissolve LeClairRyan, PLLC and/or its dissolution.
2. Whether the Bankruptcy Court erred as a matter of law insofar as it granted the Trustee's Motion for an Order Approving the Trustee's Reliance on Debtor's List of Equity Security Holders [ECF No. 1086].

Dated: May 9, 2022

Respectfully submitted,

/s/ John G. McJunkin

John G. McJunkin (VSB No. 31011)
Baker Donelson Bearman, Caldwell & Berkowitz, PC
901 K Street, NW
Suite 900
Washington, DC 20001
Phone: (202) 508-3450
Fax: (202) 220-2250
jmcjunkin@bakerdonelson.com

I hereby certify that on this 9th day of May, 2022, I caused the foregoing to be filed electronically with the Clerk using the CM/ECF system which will send notification of such filing to all counsel of record.

/s/ John G. McJunkin